

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20006-2973

(202) 393-2266

FAX (202) 393-2156

OF COUNSEL  
URBAN A. LESTER

RECORDATION NO. 21351 FILED

APR 27 '98

12-15 PM

APR 27 12 15 PM '98

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

April 27, 1998

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Memorandum of Master Equipment Lease Agreement, dated as of April 22, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Pitney Bowes Credit Corporation  
27 Waterview Drive  
Shelton, CT 06484

Lessee: Ohio Valley Electric Corporation  
PO Box 468  
Piketon, OH 45661

A description of the railroad equipment covered by the enclosed document is:

fifty-nine (59) railcars bearing reporting marks and road numbers,  
OVEX 6501 through OVEX 6560.

6559 KLB



Mr. Vernon A. Williams  
April 27, 1998  
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg  
Enclosures



RECORDATION NO. 21351 FILED

APR 27 '98

12-15 PM


**MEMORANDUM  
OF MASTER EQUIPMENT LEASE AGREEMENT**

On the date hereof, the parties hereto entered into that certain Master Equipment Lease Agreement No. 0000227 (the "Lease Agreement") dated as of April 1, 1998, and that certain Lease Schedule No. 001 attached and incorporated by reference thereto, by and between Pitney Bowes Credit Corporation ("Lessor"), having a place of business located at 27 Waterview Drive, Shelton, Connecticut 06484-4361, and Ohio Valley Electric Corporation ("Lessee"), having its principal place of business located at Piketon, Ohio 45661, pursuant to which Lessor has leased to Lessee the Equipment described on Exhibit A hereto, subject to the terms and conditions of said Lease Agreement.

IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Memorandum to be duly executed in its respective corporate name by an officer duly authorized and hereby declares pursuant to 28 U.S.C. 1746 under penalty of perjury that this Memorandum is a true and correct document and was executed as of this 22nd day of April 1998.

**PITNEY BOWES CREDIT CORPORATION**

**Ohio Valley Electric Corporation**

BY: 

BY: 

ITS: **MICHAEL J. LEYH**

ITS: Vice President

**Vice President and  
Senior Credit Officer**



**CORPORATE FORM OF ACKNOWLEDGEMENT**

State of Ohio                                 )  
  ) SS:  
County of Franklin                         )

On this 22nd day of April, 1998, before me personally appeared A. A. Pena, to me personally known, who being by me duly sworn, says that he is the Vice President of Ohio Valley Electric Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Mary M. Soltesz  
Signature of Notary Public

MARY M. SOLTESZ  
NOTARY PUBLIC, STATE OF OHIO  
MY COMMISSION EXPIRES JULY 12, 1999

My commission expires 7-12-99

Seal



State of Connecticut )  
 ) SS:  
County of Fairfield )

**RITA CONLIN**  
**NOTARY PUBLIC**  
MY COMMISSION EXPIRES OCT. 31, 1999

Signature of Notary Public

My commission expires \_\_\_\_\_

Seal



## EXHIBIT A

Fifty Nine (59) New Aluminum BethGon Coalporter Rail Cars

Marker Numbers: OVEX 6501-OVEX ~~6560~~ Inclusive

6559 ~~6560~~